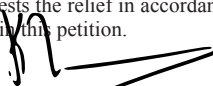


UNITED STATES BANKRUPTCY COURT					VOLUNTARY PETITION				
District of Utah									
Name of Debtor (if individual, enter Last, First, Middle): Marion Energy Inc					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 20-1653966					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): 3580 Orr Road Allen, TX ZIP CODE 75002					Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE				
County of Residence or of the Principal Place of Business:					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): ZIP CODE					Mailing Address of Joint Debtor (if different from street address): ZIP CODE				
Location of Principal Assets of Business Debtor (if different from street address above): Carbon and Emery County, Utah ZIP CODE									
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding					
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.					
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.				Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000									
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Marion Energy Inc	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:		Case Number:	
Location Where Filed:		Case Number:	
Location Where Filed:		Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor:		Case Number:	
District:		Relationship:	
Judge:		Date Filed:	
<div style="text-align: center;">Exhibit A</div> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<div style="text-align: center;">Exhibit B</div> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
<div style="text-align: center;">Exhibit C</div> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>			
<div style="text-align: center;">Exhibit D</div> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>			
<div style="text-align: center;">Information Regarding the Debtor - Venue</div> <p style="text-align: center;">(Check any applicable box.)</p> <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.</p>			
<div style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property</div> <p style="text-align: center;">(Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <p style="text-align: right;">_____ (Name of landlord that obtained judgment)</p> <p style="text-align: right;">_____ (Address of landlord)</p> <p><input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and</p> <p><input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Marion Energy Inc
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ J. Thomas Beckett</u> Signature of Attorney for Debtor(s) <u>J. Thomas Beckett</u> Printed Name of Attorney for Debtor(s) <u>Parsons Behle & Latimer</u> Firm Name</p> <p><u>201 S. Main St. Ste 1800, Salt Lake City, UT 84111</u> Address <u>(801) 536-1234</u> Telephone Number <u>10/31/2014</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual <u>Karel Louman</u> Printed Name of Authorized Individual <u>Chief Financial Officer</u> Title of Authorized Individual <u>10/31/2014</u> Date</p>	

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
MARION ENERGY INC.**

October 30, 2014

The undersigned, being all of the members of the Board of Directors (the “Board”) of Marion Energy Inc, a Texas corporation (the “Corporation”), in accordance with the Bylaws of the Corporation and Section 21.415 of the Texas Business Organization Code do hereby consent to, adopt and approve the following resolutions and each and every action effected thereby with the same force and effect as though adopted at a special meeting of the Board of the Corporation duly called and held:

WHEREAS, the Corporation has determined it to be in the best interest of the Corporation and its shareholders to seek relief under Chapter 11 of the Bankruptcy Code (“Chapter 11”) by filing a case in the United States Bankruptcy Court for the District of Utah;

I. Authorization to file a Petition for Relief under Chapter 11 of the Bankruptcy Code

NOW, THEREFORE, BE IT RESOLVED, that any officer of the Corporation (each an “Authorized Officer”), be and hereby is authorized, directed and empowered to petition for relief under Chapter 11 by filing a case in the United States Bankruptcy Court for the District of Utah and to take such actions as may be necessary to accomplish the foregoing filing under Chapter 11; and be it

RESOLVED FURTHER, that any Authorized Officer be and hereby is authorized and directed to do all such other acts, as may be necessary, required, appropriate or convenient in order to cause the Corporation to carry out and complete all of its duties and obligations in accordance with the foregoing resolutions and to carry out fully the intent of the foregoing resolutions; and be it

RESOLVED FURTHER, that any Authorized Officer be, and hereby is, authorized, empowered and directed, for and on behalf of the Corporation to execute and deliver such pleadings, agreements, instruments, certificates and other documents as such Authorized Person may deem necessary or appropriate to effectuate the filing under Chapter 11 and the reorganization of the Corporation under Chapter 11, all in such form and upon such terms as the Authorized Person shall approve, the approval and execution by such Authorized Person of any such documents or items to evidence conclusively the approval thereof by the Corporation; and be it

RESOLVED FURTHER, that all acts and actions taken by any Authorized Officer prior to the date hereof with respect to the foregoing be, and hereby are, in all respects confirmed, approved and ratified; and be it

RESOLVED FURTHER, that any Authorized Officer be, and hereby is, authorized and directed to retain the law firm of Parsons Behle & Latimer to represent the Corporation, as lead counsel, in connection with any case commenced by it under the Bankruptcy Code, upon such terms and conditions as such officers or any of them shall approve; and be it

RESOLVED FURTHER, that any Authorized Officer be, and hereby is, authorized to employ other special counsel, accountants and other professionals as they deem necessary and appropriate to represent, assist or consult with the Corporation in connection with any case commenced by the Corporation under the Bankruptcy Code; and be it

RESOLVED FURTHER, that notwithstanding the delegation of authority to management contained in the preceding paragraphs, management of the Corporation shall continue to inform the Board of Directors of all material matters relating to the bankruptcy process including the retention of professionals by the Corporation, and will present for prior approval to the Board of Directors any out of the ordinary course matters relating to the operation of the Corporation or the Chapter 11 process before presentation to the Bankruptcy Court; and be it

II. Authorization to Obtain Debtor-in-Possession Financing

RESOLVED FURTHER, that the Corporation is hereby authorized to enter into that certain debtor-in-possession credit agreement (the "DIP Agreement") between the Corporation, as debtor, debtor-in-possession and borrower, and KM Custodians Pty Ltd, a company organized under the laws of Australia, as lender (together with other lenders party thereto from time to time, the "DIP Lenders"), and administrative agent and collateral agent for the DIP Lenders thereunder (in such capacity, the "DIP Agent"), and the other guarantors party thereto substantially in the form previously provided to the Board of Directors and all documents, agreements and instruments related thereto, all schedules and exhibits attached to any of the foregoing, and any and all amendments thereto and renewals and extensions thereof (collectively, the "DIP Loan Documents") and such DIP Loan Documents are hereby adopted and approved in all respects; and that the Corporation hereby is authorized to enter into and perform its obligations under the DIP Agreement and the other DIP Loan Documents to which it is a party; to borrow under and in accordance with the terms of the DIP Loan Documents on a secured basis in such amounts as may be mutually agreed to from time to time; to incur from time to time obligations in respect of letters of credit and other extensions of credit; to grant to the DIP Agent, for the benefit of the DIP Lenders, a lien upon all or substantially all of the real and personal, tangible and intangible property and assets of the Corporation as security for the obligations outstanding from time to time under the DIP Agreement; and be it

III. General Authorization

RESOLVED FURTHER, that the Corporation shall file a copy of these resolutions in the minute book of the Corporation, and it is authorized to execute and deliver such other documents and instruments and to take such other action as any Proper Officer thereof shall deem necessary or advisable from time to time in order to carry out the obligations of the Corporation in connection with the matters described in the foregoing resolutions; and be it

RESOLVED FURTHER, the action taken by this consent shall have the same force and effect as if taken at a special meeting of the Board duly called and constituted pursuant to the bylaws of the Company and the laws of the State of Texas; and be it

RESOLVED FURTHER, this consent may be executed in two or more counterparts, each of which shall be deemed an original and together constitute one and the same consent.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Corporation, has executed this Unanimous Written Consent in one or more counterparts, each of which shall be deemed to be one and the same instrument, as of the date first set forth above.



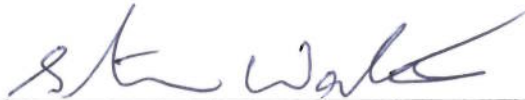
Jeffrey Clarke



Karel Louman



Nicholas Stretch



Stephen Watts

Douglas Flannery

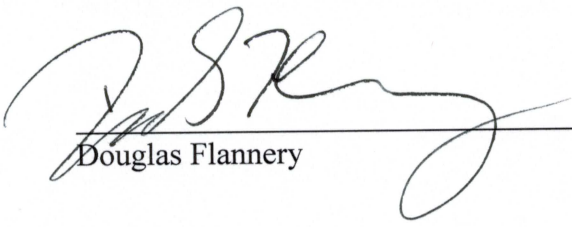
IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Corporation, has executed this Unanimous Written Consent in one or more counterparts, each of which shall be deemed to be one and the same instrument, as of the date first set forth above.

Jeffrey Clarke

Karel Louman

Nicholas Stretch

Stephen Watts



Douglas Flannery

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF UTAH**

In re:

MARION ENERGY INC,

Debtor.

)
) Chapter 11
)
)
)
)
)
)

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the debtor's equity security holder pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure.

Marion Energy Ltd.

Level 3, Pacific Tower

737 Burwood Road

Hawthorn Victoria 3122

Australia

100% Common Stock

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date: October 31, 2014

Signature: /s/ Karel Louman

Karel Louman

Chief Financial Officer

Marion Energy Inc

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION**

I, Karel Louman, Chief Financial Officer of Marion Energy Inc, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing Chapter 11 Petition and accompanying documents, and that they are true and correct to the best of my information and belief.

Date: October 31, 2014

Signature:  _____

Karel Louman
Chief Financial Officer
Marion Energy Inc